

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
FORT MYERS DIVISION

In re: Chapter 11
Case No. 9:15-bk-10695-CED
Immokalee Tomato Growers
Partnership,
Debtor.
_____ /

In re:
Flatwoods Citrus Groves, Inc. Chapter 11
Case No. 9:15-bk-10697-CED
_____ /

In re:
Nobles Farms, Inc., Chapter 11
Case No. 9:15-bk-10698-CED
Debtor.
_____ /

In re: Chapter 11
Case No. 9:15-bk-10713-CED
Southwest Florida Holding Co, Inc.,
Debtor.
_____ /

**EMERGENCY CONSIDERATION
REQUESTED**

**DEBTORS' EMERGENCY MOTION TO ESTABLISH SALES
PROCEDURES FOR PUBLIC SALE OF REAL PROPERTY**

Immokalee Tomato Growers Partnership ("ITG"), Southwest Florida Holding Co., Inc. ("SWFHC"), Nobles Farms, Inc. ("Nobles Farms"), and Flatwoods Citrus Groves, Inc. ("Flatwoods") (collectively the "Debtors"), by their undersigned counsel,

respectfully request the entry of an order establishing procedures for the public sale of certain real and personal property. In support of the motion, the Debtors represent the following:

Jurisdiction and Venue

1. This Court has jurisdiction to consider this motion pursuant to 28 U.S.C. §§ 157 and 1334. The subject matter of this motion is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in this district pursuant to 28 U.S.C. § 1408.

2. The statutory predicates for the relief sought in this Motion include 11 U.S.C. § 363 and Rules 2002 and 6004 of the Federal Rules of Bankruptcy Procedure.

Background

3. On October 23, 2015 (the "Petition Date"), the Debtors filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

4. The Debtors have sought an order of joint administration for procedural purposes only under *In re: Immokalee Tomato Growers Partnership*, Case No. 9:15-bk-10695-CED.

5. SWFHC owns approximately 263 gross acres of farm land located in LaBelle, Hendry County, Florida located at 4022 FT Center Ave. (the "River Road Grove"). Approximately 156 acres of the River Road Grove contain citrus grove with active citrus crop. Nobles Farms owns approximately 497 gross acres of farm land located in LaBelle, Hendry County, Florida (the "Barfield Grove"). Approximately 220 acres of the Barfield Grove contain citrus grove with active citrus crop. Flatwoods owns

approximately 437 gross acres of farm land located in LaBelle, Hendry County, Florida (the "Flatwoods Grove"). Approximately 347 acres of the Flatwoods Grove contain citrus grove with active citrus crop.

6. The Debtors have determined, in the exercise of their business judgment, that it is in the best interests of their estates to downsize their farming operations and sell the River Road Grove, the Barfield Grove, and the Flatwoods Grove along with the citrus grove and crop and related equipment located thereon (the "Assets").

7. The Assets are believed to be encumbered by the following liens:

Creditor	Collateral
Prudential Insurance Co. of America	Flatwoods Grove; Barfield Grove
Florida Community Bank	River Road Grove and non-Debtor property
AdvantaIRA Trust, LLC	River Road Grove
Anthony and Jessie Gargano	River Road Grove
Roger and Sherri Denning	River Road Grove
HWA Properties, Inc./FineMark	River Road Grove

8. The Debtors have contemporaneously filed the *Debtors' Application for Authorization to Employ Murray Wise Associates, LLC to Sell Real and Personal Property*, which seeks approval of the Debtors' employment of Murray Wise Associates, LLC ("Murray Wise") to market and sell the River Road Grove, the Barfield Grove and the Flatwoods Grove. Murray Wise will also be selling certain assets of non-Debtor affiliates, including the industrial lot owned by Nobles LaBelle Grove, LLC, the

Beddingfield Grove owned by Lewis J. Nobles, III, the office/shop and various equipment owned by Gator Harvesting, Inc., and the Sunshine Grove owned by Matthew and Elizabeth Miller (the "Non-Debtor Assets").

9. Contemporaneously with the filing of this motion, the Debtors are filing an *Emergency Motion for Authority to Sell Real and Personal Property at Auctions Free and Clear of Liens Pursuant to 11 U.S.C. § 363(f)*.

Sale Procedures

10. The Debtors believe that the sale procedures set forth herein constitute the best manner in which to sell the Assets and generate the highest and best prices for the Assets given the present circumstances of these cases, the potential local, regional, national, and international interest in these Assets and the current market conditions.

11. The Debtors and certain non-Debtor affiliates have retained Murray Wise to conduct public auctions (i.e., public sales) for the sale of the Assets and the Non-Debtor Assets (the "Auctions").

12. In order to maximize the value of the Assets for their estates and all creditors, the Auctions will be conducted to allow bidding on a single Asset, multiple Assets, or any configuration of Assets or Non-Debtor Assets as established by the Debtors following consultation with Murray Wise.

13. The Debtors and Murray Wise intend to solicit stalking horse bids for the Auctions. At any time prior to the Auctions, the Debtors may seek approval of any acceptable stalking horse bidder, as well as other procedures related to the Auctions and the submission of bids.

14. The Debtors and Murray Wise propose the following auction schedule for the sale of the Assets¹:

<u><i>Sale Date & Time</i></u>	<u><i>Assets to be Sold</i></u>	<u><i>Location</i></u>
January 26, 2016 at 1:00 p.m.	All	A location to be determined in or near LaBelle

15. The Debtors reserve the right to: (a) modify the auction schedule and Asset groups, as needed to maximize the value of the Assets, and (b) seek the direct sale of an Asset if an offer is obtained that may result in the best price without the necessity of an auction.

16. Net proceeds from each sale shall be: (a) retained by the Debtors with all liens, claims and encumbrances attaching to the proceeds of the sale, or (b) distributed to holders of any lien(s) upon the particular Asset sold in accordance with the priorities of liens and as approved by separate order of the Court. Following the auction, the Debtors shall file a Report of Sale setting forth the sales price received for each Asset(s) sold, the name of the purchaser for each Asset(s) sold, and the costs of sale associated with such Asset(s). If a final, non-appealable order directing the distribution of the net sale proceeds has been entered by the Court as of closing, secured creditors will be paid from the net sale proceeds within forty-eight (48) hours of closing. If a final, non-appealable order directing the distribution of the net sale proceeds has not been entered by the Court as of closing, secured creditors will be paid from the net sale proceeds as soon as practicable following entry of a final, non-appealable order.

¹ If the Court approves a stalking horse bid, the proposed auction dates will be used in conjunction with the approved stalking horse bid.

17. Murray Wise will be entitled to receive a transaction fee payable from the proceeds of a Court-approved sale. By this motion, the Debtors request, without further application or order of the Court, authorization to pay as soon as possible Murray Wise in accordance with any employment terms approved by the Court from the proceeds received at each closing, or within forty-eight (48) hours thereafter, as practical..

18. In the event that the high bidder(s) at an auction fails to close within the time established, or as otherwise approved by the Court, the bid procedures will seek authority for the Debtors to sell the Asset(s) to the next highest bidder or otherwise best bidder(s) (the "Back-up Bidder(s)"). The Back-up Bidder(s) shall have the opportunity to close at its last highest bid price within thirty (30) days of receiving notice that the high bidder(s) failed to close. This procedure shall continue until all of the Assets to be sold have closed.

19. Secured creditors entitled to credit bid pursuant to Section 363(k) of the Bankruptcy Code shall be permitted to credit bid, in accordance with the procedures for bidding at the sale established by the order approving bid procedures.

Notice

20. This Motion is being served on (i) all parties which, to the knowledge of the Debtors, have or have asserted liens on or other interests in the Assets, and (ii) all parties on the Court's mailing matrix.

21. The Debtors request, pursuant to Rule 6004(h) of the Federal Rules of Bankruptcy Procedure, that the Court waive the fourteen (14) day stay of the orders authorizing the sale of the Assets.

22. Fed. R. Bankr. P. 2002(a)(2) requires twenty-one (21) days' notice to parties in interest of a hearing on motion for "a proposed used, sale, or lease of property of the estate other than in the ordinary course of business, unless the court for cause shown shortens the time . . ."

23. The Debtors submit that good cause exists for the shortening the notice period for the hearing on this motion. The claims of the secured creditors continue to increase daily. It is in the best interest of all creditors and the estates that payment is made to the secured creditors as quickly as possible. To that end it is in the best interest of all creditors and the estates to have the sales process approved as soon as possible to maximum the value of the Assets for the estates.

24. The Debtors submit that shortening the notice period will not prejudice any interested parties.

WHEREFORE, the Debtors respectfully request that the Court enter an order granting this motion, approving the sale procedures set forth above with respect to the sale of the Assets, shortening the notice period, and providing such other and further relief as the Court may deem just and proper.

/s/ Michael C. Markham

Michael C. Markham; FBN: 0768560

Johnson, Pope, Bokor,

Ruppel & Burns, LLP

403 E. Madison St.

Tampa, FL 33602

(813) 225-2500

(727) 443-6548 fax

mikem@jpfirm.com

Attorneys for Debtors

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that true and correct copies of the foregoing Debtors' Emergency Motion to Establish Sales Procedures for Public Sale of Real and Personal Property have been furnished on this 23rd day of October, 2015, by the Court's CM/ECF list and/or U.S. Mail to all creditors and parties in interest listed on the attached matrix.

/s/ Michael C. Markham
Michael C. Markham

3220316

Label Matrix for local noticing
113A-9
Case 9:15-bk-10695
Middle District of Florida
Ft. Myers
Fri Oct 23 16:16:26 EDT 2015

Immokalee Tomato Growers Partnership
891 Cowboy Way
Labelle, FL 33935-4091

403 East Madison Street #400
Tampa, FL 33602-4614

Coastal Fertilizer
209 Adams Avenue East
Immokalee, FL 34142-3529

Department of Labor and Security
Hartman Building Suite 307
2012 Capital Circle Southeast
Tallahassee FL 32399 0648

Department of Revenue
PO Box 6668
Tallahassee FL 32314-6668

Florida Community Bank
155 North Bridge Street
Labelle, FL 33935-5088

Howard Fertilizer
PO Box 628202
Orlando, FL 32862-8202

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

James W. O'Quinn
7301 Hunters Point
Immokalee, FL 34142-2379

Michael C Markham +
Johnson Pope Bokor Ruppel & Burns LLP
Post Office Box 1100
Tampa, FL 33601-1100

United States Trustee - FTM +
Timberlake Annex, Suite 1200
501 E. Polk Street
Tampa, FL 33602-3949

Note: Entries with a '+' at the end of the
name have an email address on file in CMECF

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(d) IMMOKALEE TOMATO GROWERS PARTNERSHIP
891 Cowboy Way
Labelle, FL 33935-4091

(u) Michael C. Markham
Johnson, Pope, Bokor, Ruppel & Burns, LL

End of Label Matrix
Mailable recipients 12
Bypassed recipients 2
Total 14

Label Matrix for local noticing
113A-9
Case 9:15-bk-10697
Middle District of Florida
Ft. Myers
Fri Oct 23 16:20:02 EDT 2015

Department of Labor and Security
Hartman Building Suite 307
2012 Capital Circle Southeast
Tallahassee FL 32399 0648

Flatwoods Citrus Groves, Inc.
891 Cowboy Way
Labelle, FL 33935-4091

Department of Revenue
PO Box 6668
Tallahassee FL 32314-6668

Coastal Fertilizer
209 Adams Avenue East
Immokalee, FL 34142-3529

Griffin Fertilizer
PO Box 188
Frostproof, FL 33843-0188

Howard Fertilizer
PO Box 628202
Orlando, FL 32862-8202

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

Michael C. Markham
Johnson, Pope, Bokor, Ruppel & Burns, LL
403 East Madison Street #400
Tampa, FL 33602-4614

Prudential Insurance Co. of
America
901 Warrenville Rd
Suite 150
Lisle, IL 60532-4301

Michael C Markham +
Johnson Pope Bokor Ruppel & Burns LLP
Post Office Box 1100
Tampa, FL 33601-1100

United States Trustee - FTM +
Timberlake Annex, Suite 1200
501 E. Polk Street
Tampa, FL 33602-3949

Note: Entries with a '+' at the end of the
name have an email address on file in CMECF

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(d) FLATWOODS CITRUS GROVES, INC.
891 Cowboy Way
Labelle, FL 33935-4091

End of Label Matrix	
Mailable recipients	12
Bypassed recipients	1
Total	13

Label Matrix for local noticing
113A-9
Case 9:15-bk-10698
Middle District of Florida
Ft. Myers
Fri Oct 23 16:20:56 EDT 2015

Nobles Farms, Inc.
891 Cowboy Way
Labelle, FL 33935-4091

Coastal Fertilizer
209 Adams Avenue East
Immokalee, FL 34142-3529

Department of Labor and Security
Hartman Building Suite 307
2012 Capital Circle Southeast
Tallahassee FL 32399 0648

Department of Revenue
PO Box 6668
Tallahassee FL 32314-6668

Griffin Fertilizer
PO Box 188
Frostproof, FL 33843-0188

Howard Fertilizer
PO Box 628202
Orlando, FL 32862-8202

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

Michael C. Markham
Johnson, Pope, Bokor, Ruppel & Burns, LL
403 East Madison Street #400
Tampa, FL 33602-4614

Prudential Insurance Co. of
America
901 Warrenville Rd
Suite 150
Lisle, IL 60532-4301

Michael C Markham +
Johnson Pope Bokor Ruppel & Burns LLP
Post Office Box 1100
Tampa, FL 33601-1100

United States Trustee - FTM +
Timberlake Annex, Suite 1200
501 E. Polk Street
Tampa, FL 33602-3949

Note: Entries with a '+' at the end of the
name have an email address on file in CMECF

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(d)NOBLES FARMS, INC.
891 Cowboy Way
Labelle, FL 33935-4091

End of Label Matrix	
Mailable recipients	12
Bypassed recipients	1
Total	13

Label Matrix for local noticing
113A-9
Case 9:15-bk-10713
Middle District of Florida
Ft. Myers
Fri Oct 23 16:21:41 EDT 2015

Anthony J. & Jessie Gargano
1343 Poinciana Avenue
Fort Myers, FL 33901-5937

Southwest Florida Holding Co., Inc.
891 Cowboy Way
Labelle, FL 33935-4091

Coastal Fertilizer
209 Adams Avenue East
Immokalee, FL 34142-3529

AdvantalRA
fbo Anthony J. Gargano
1520 Royal Plam Sq. Blvd.
Suite 320
Fort Myers, FL 33919-1036

Department of Labor and Security
Hartman Building Suite 307
2012 Capital Circle Southeast
Tallahassee FL 32399 0648

Department of Revenue
PO Box 6668
Tallahassee FL 32314-6668

Florida Community Bank
155 North Bridge Street
Labelle, FL 33935-5088

Griffin Fertilizer
PO Box 188
Frostproof, FL 33843-0188

HWA Properties, Inc.
FineMark Nat'l Bank & Trust
Attn: Bill Martin
12681 Creekside Lane
Fort Myers, FL 33919-3359

Howard Fertilizer
PO Box 628202
Orlando, FL 32862-8202

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

Michael C. Markham
Johnson, Pope, Bokor, Ruppel & Burns, LL
403 East Madison Street #400
Tampa, FL 33602-4614

Roger & Sherri Denning
PO Box 1680
Labelle, FL 33975-1680

Michael C Markham +
Johnson Pope Bokor Ruppel & Burns LLP
Post Office Box 1100
Tampa, FL 33601-1100

United States Trustee - FTM +
Timberlake Annex, Suite 1200
501 E. Polk Street
Tampa, FL 33602-3949

Note: Entries with a '+' at the end of the
name have an email address on file in CMECF

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(d)SOUTHWEST FLORIDA HOLDING CO.,
891 Cowboy Way
Labelle, FL 33935-4091

End of Label Matrix	
Mailable recipients	16
Bypassed recipients	1
Total	17